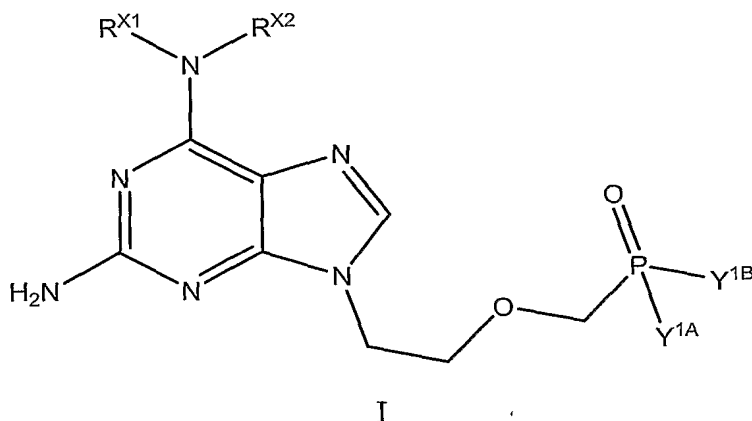


What Is Claimed:

1. A compound of Formula I,



wherein:

Y^{1A} and Y^{1B} are independently Y^1 ;

R^{X1} and R^{X2} are independently R^X ;

10 Y^1 is =O, -O(R^X), =S, -N(R^X), -N(O)(R^X), -N(OR X), -N(O)(OR X), or -N(N(R^X)(R^X));

R^X is independently R^1 , R^2 , R^4 , W^3 , or a protecting group;

R^1 is independently -H or alkyl of 1 to 18 carbon atoms;

15 R^2 is independently R^3 or R^4 wherein each R^4 is independently substituted with 0 to 3 R^3 groups or taken together at a carbon atom, two R^2 groups form a ring of 3 to 8 carbons and the ring may be substituted with 0 to 3 R^3 groups;

R^3 is R^{3a} , R^{3b} , R^{3c} or R^{3d} , provided that when R^3 is bound to a heteroatom, then R^3 is R^{3c} or R^{3d} ;

R^{3a} is -H, -F, -Cl, -Br, -I, -CF $_3$, -CN, N $_3$, -NO $_2$, or -OR 4 ;

20 R^{3b} is =O, -O(R^4), =S, -N(R^4), -N(O)(R^4), -N(OR 4), -N(O)(OR 4), or -N(N(R^4)(R^4));

R^{3c} is - R^4 , -N(R^4)(R^4), -SR 4 , -S(O) R^4 , -S(O) $_2R^4$, -S(O)(OR 4), -S(O) $_2$ (OR 4), -OC(R^{3b}) R^4 , -OC(R^{3b})OR 4 , -OC(R^{3b})(N(R^4)(R^4)), -SC(R^{3b}) R^4 , -SC(R^{3b})OR 4 , -

SC(R^{3b})(N(R⁴)(R⁴)), -N(R⁴)C(R^{3b})R⁴, -N(R⁴)C(R^{3b})OR⁴, -N(R⁴)C(R^{3b})(N(R⁴)(R⁴)), W³ or -R⁵W³;

R^{3d} is -C(R^{3b})R⁴, -C(R^{3b})OR⁴, -C(R^{3b})W³, -C(R^{3b})OW³ or -C(R^{3b})(N(R⁴)(R⁴));

R⁴ is -H, or an alkyl of 1 to 18 carbon atoms, alkenyl of 2 to 18 carbon

5 atoms, or alkynyl of 2 to 18 carbon atoms;

R⁵ is alkylene of 1 to 18 carbon atoms, alkenylene of 2 to 18 carbon atoms, or alkynylene of 2 to 18 carbon atoms;

W³ is W⁴ or W⁵;

W⁴ is R⁶, -C(R^{3b})R⁶, -C(R^{3b})W⁵, -SO_{M2}R⁶, or -SO_{M2}W⁵, wherein R⁶ is R⁴

10 wherein each R⁴ is substituted with 0 to 3 R³ groups;

W⁵ is carbocycle or heterocycle wherein W⁵ is independently substituted with 0 to 3 R² groups; and

M2 is 0, 1 or 2;

and pharmaceutically acceptable salts thereof.

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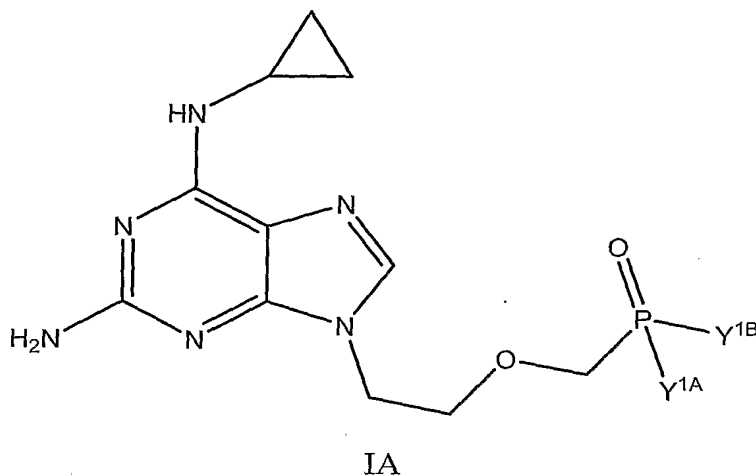
2. The compound of claim 1 wherein R^{x1} is H.

3. The compound of claim 2 wherein R^{x2} is W³.

20 4. The compound of claim 3 wherein W³ is W⁵.

5. The compound of claim 4 wherein W⁵ is cyclopropyl.

6. The compound of claim 5 of the Formula IA,



5

7. The compound of claim 6 wherein Y^{1A} and Y^{1B} are $-N(R^X)$.

8. The compound of claim 7 wherein R^X is R^2 .

- 10 9. The compound of claim 8 wherein R^2 is R^4 substituted with R^{3d} .

10. The compound of claim 9 wherein R^4 is ethyl substituted with R^{3d} .

11. The compound of claim 10 wherein R^{3d} is $-C(R^{3b})OR^4$.

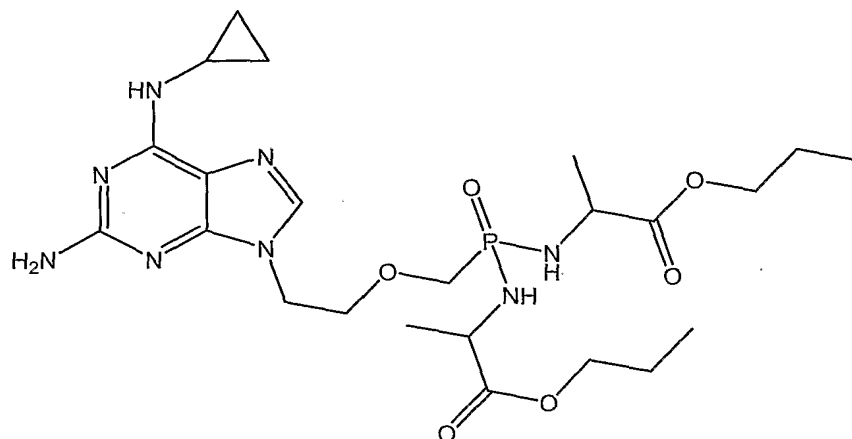
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12. The compound of claim 11 wherein R^{3b} is $=O$.

13. The compound of claim 12 wherein R^4 is propyl.

- 20 14. The compound of claim 13 wherein R^4 is n-propyl.

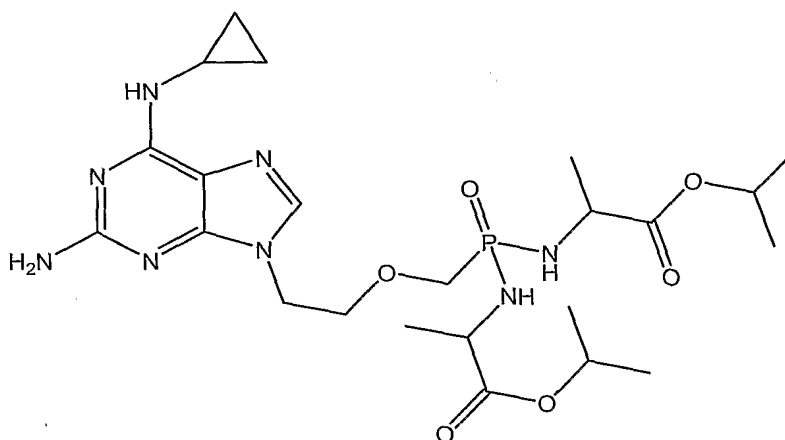
15. The compound of claim 14 of the formula,



16. The compound of claim 13 wherein R^4 is *i*-propyl.

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17. The compound of claim 16 of the formula,



18. The compound of claim 10 wherein R^{3d} is $-C(R^{3b})OW^3$.

10

19. The compound of claim 18 wherein R^{3b} is $=O$.

20. The compound of claim 19 wherein W^3 is W^5 .

- 15 21. The compound of claim 20 wherein W^5 is a carbocycle.

22. The compound of claim 9 wherein R^4 is propyl substituted with R^{3d} .

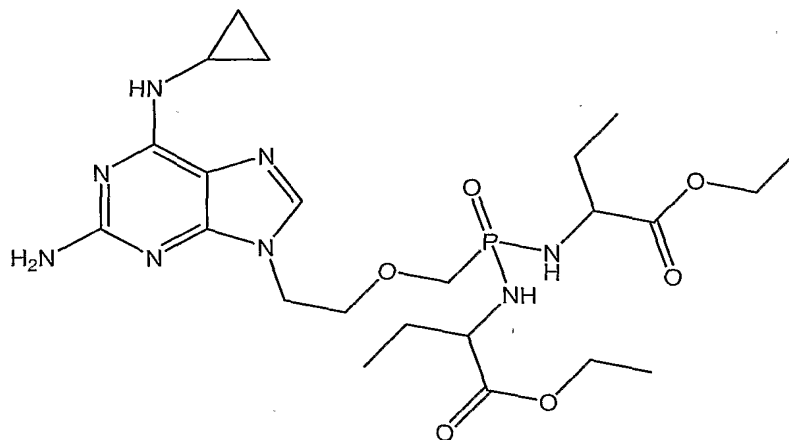
23. The compound of claim 22 wherein R^{3d} is $-C(R^{3b})OR^4$.

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24. The compound of claim 23 wherein R^{3b} is $=O$.

25. The compound of claim 24 wherein R^4 is ethyl.

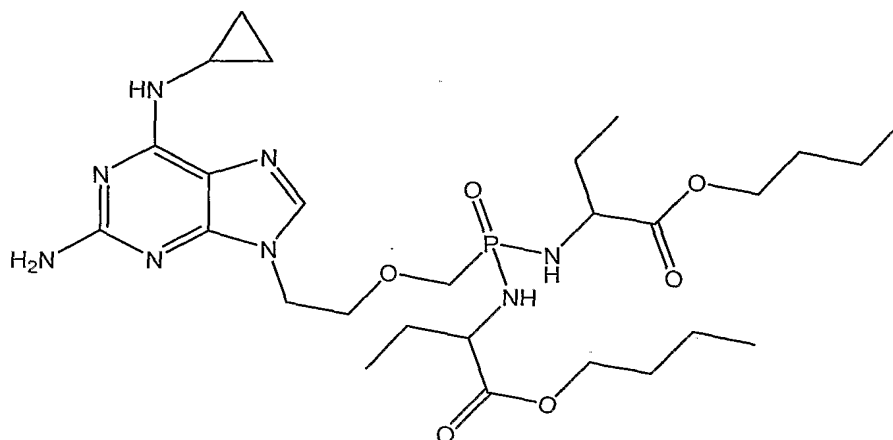
10 26. The compound of claim 25 of the formula,



27. The compound of claim 24 wherein R^4 is butyl.

15 28. The compound of claim 27 wherein R^4 is *n*-butyl.

29. The compound of claim 28 of the formula,

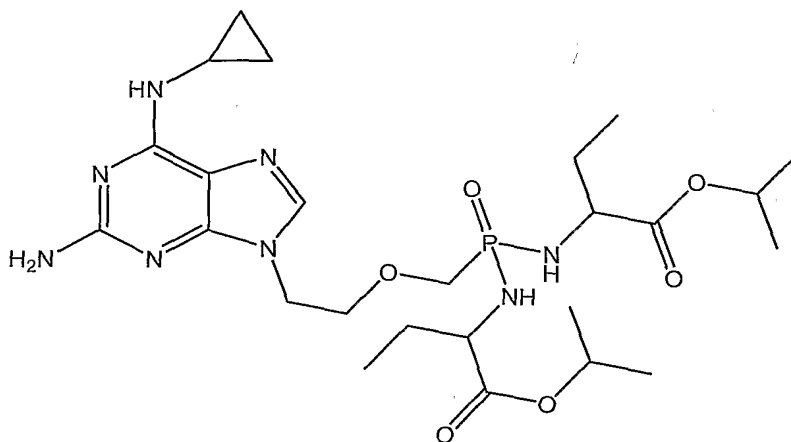


30. The compound of claim 24 wherein R^4 is propyl.

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31. The compound of claim 30 wherein R^4 is *i*-propyl.

32. The compound of claim 31 of the formula,



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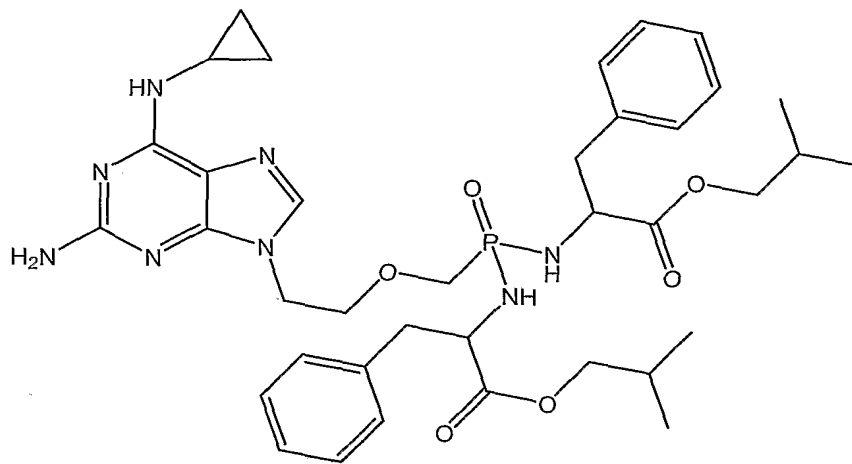
33. The compound of claim 8 wherein R^2 is R^4 independently substituted with two R^3 groups.

34. The compound of claim 33 wherein R^4 is methyl substituted with two R^3 groups.

15

35. The compound of claim 34 wherein one R^3 group is R^{3c} .
36. The compound of claim 35 wherein R^{3d} is $-R^5W^3$.
- 5 37. The compound of claim 36 wherein R^5 is methylene.
38. The compound of claim 37 wherein W^3 is W^5 .
- 10 39. The compound of claim 38 wherein W^5 is phenyl.
40. The compound of claim 35 wherein the other R^3 group is R^{3d} .
41. The compound of claim 40 wherein R^{3d} is $-C(R^{3b})OR^4$.
- 15 42. The compound of claim 41 wherein R^{3b} is $=O$.
43. The compound of claim 42 wherein R^4 is butyl.
- 20 44. The compound of claim 43 wherein R^4 is *i*-butyl.

45. The compound of claim 44 of the formula,



5 46. The compound of claim 6 wherein Y^{1A} is $-N(R^x)$.

47. The compound of claim 46 wherein R^x is R^2 .

48. The compound of claim 47 wherein R^2 is R^4 substituted with R^{3d} .

10

49. The compound of claim 48 wherein R^4 is ethyl substituted with R^{3d} .

50. The compound of claim 49 wherein R^{3d} is $-C(R^{3b})OR^4$.

15 51. The compound of claim 50 wherein R^{3b} is $=O$.

52. The compound of claim 51 wherein R^4 is propyl.

53. The compound of claim 52 wherein R^4 is *i*-propyl.

20

54. The compound of claim 46 wherein Y^{1B} is $-N(R^x)$.

55. The compound of claim 54 wherein R^x is R^2 .

56. The compound of claim 55 wherein R^2 is R^4 independently substituted with
5 two R^3 groups.

57. The compound of claim 56 wherein R^4 is methyl substituted with two R^3 groups.

10 58. The compound of claim 57 wherein one R^3 group is R^{3c} .

59. The compound of claim 58 wherein R^{3c} is $-R^5W^3$.

60. The compound of claim 59 wherein $-R^5-$ is methylene.
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61. The compound of claim 60 wherein W^3 is W^5 .

62. The compound of claim 61 wherein W^5 is phenyl.

20 63. The compound of claim 58 wherein the other R^3 group is R^{3d} .

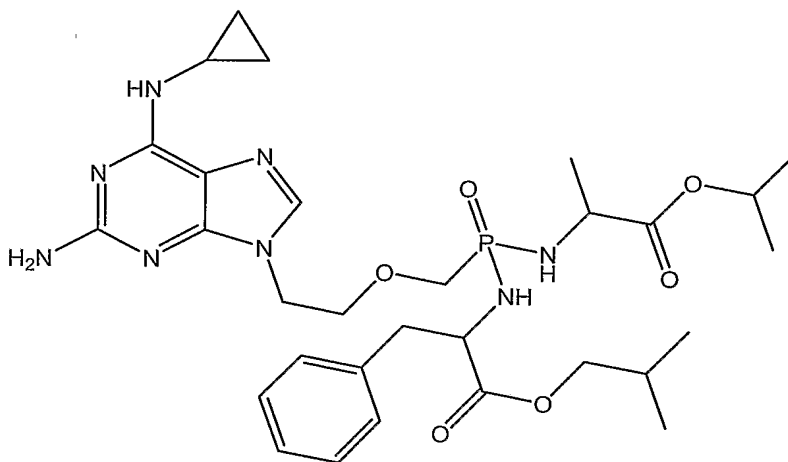
64. The compound of claim 63 wherein R^{3d} is $-C(R^{3b})OR^4$.

65. The compound of claim 64 wherein R^{3b} is $=O$.
25

66. The compound of claim 65 wherein R^4 is butyl.

67. The compound of claim 66 wherein R^4 is *i*-butyl.

68. The compound of claim 67 of the formula,



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69. The compound of claim 63 wherein R^{3d} is $-C(R^{3b})OW^3$.

70. The compound of claim 69 wherein R^{3b} is $=O$.

10 71. The compound of claim 70 wherein W^3 is W^5 .

72. The compound of claim 71 wherein W^5 is a carbocycle.

73. The compound of claim 6 wherein Y^{1B} is $-O(R^X)$.

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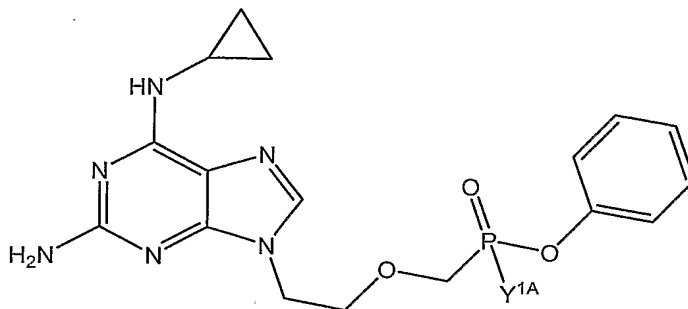
74. The compound of claim 73 wherein Y^{1B} is $-O(W^3)$.

75. The compound of claim 74 wherein W^3 is W^5 .

20 76. The compound of claim 75 wherein W^5 is a carbocycle.

77. The compound of claim 76 wherein said carbocycle is phenyl.

78. The compound of claim 77 of the formula,



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79. The compound of claim 78 wherein Y^{1A} is $-N(R^X)$.

80. The compound of claim 79 wherein R^X is R^2 .

10 81. The compound of claim 80 wherein R^2 is R^4 substituted with R^{3d} .

82. The compound of claim 81 wherein R^4 is ethyl substituted with R^{3d} .

83. The compound of claim 82 wherein R^{3d} is $-C(R^{3b})OR^4$.

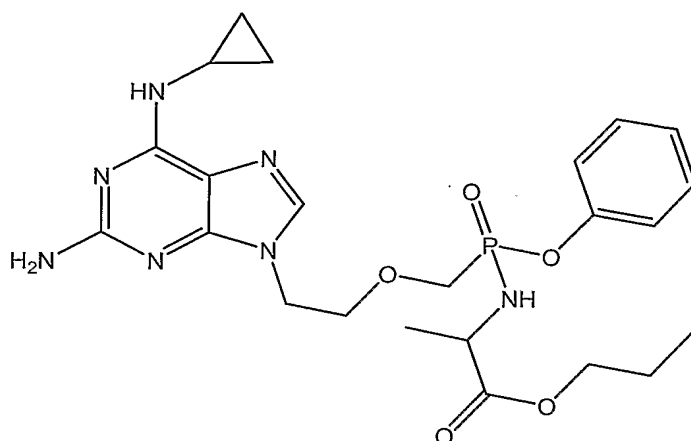
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84. The compound of claim 83 wherein R^{3b} is $=O$.

85. The compound of claim 84 wherein R^4 is propyl.

20 86. The compound of claim 85 wherein R^4 is *n*-propyl.

87. The compound of claim 86 of the formula,



88. The compound of claim 81 wherein R^4 is propyl substituted with R^{3d} .

5 89. The compound of claim 88 wherein R^4 is *n*-propyl substituted with R^{3d} .

90. The compound of claim 89 wherein R^{3d} is $-C(R^{3b})OR^4$.

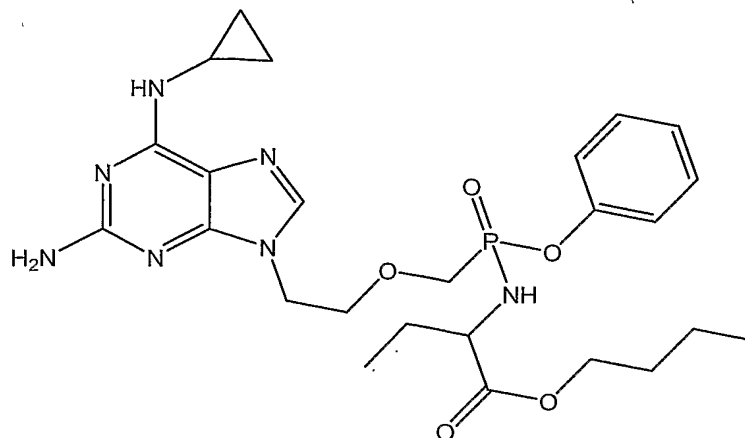
91. The compound of claim 90 wherein R^{3b} is $=O$.

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92. The compound of claim 91 wherein R^4 is butyl.

93. The compound of claim 92 wherein R^4 is *n*-butyl.

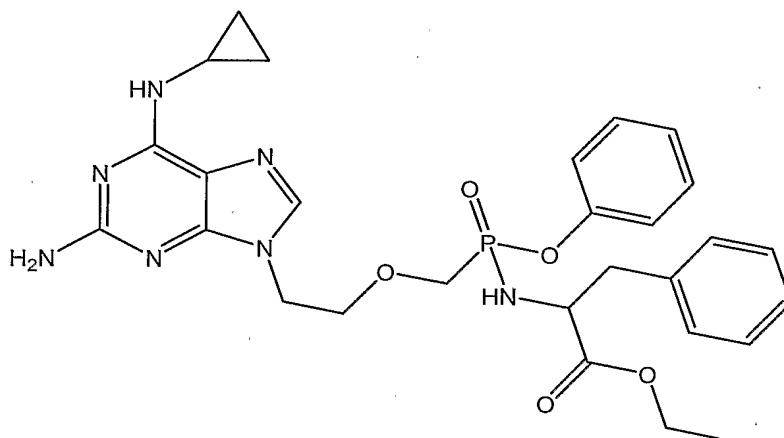
15 94. The compound of claim 93 of the formula,



95. The compound of claim 79 wherein R^x is R^2 .
- 5 96. The compound of claim 95 wherein R^2 is R^4 substituted with R^{3c} and R^{3d} .
97. The compound of claim 96 wherein R^4 is ethyl substituted with R^{3c} and R^{3d} .
98. The compound of claim 97 wherein R^{3c} is $-R^5W^3$.
- 10 99. The compound of claim 98 wherein $-R^5$ is methylene.
100. The compound of claim 99 wherein W^3 is W^5 .
- 15 101. The compound of claim 100 wherein W^5 is a carbocycle.
102. The compound of claim 101 wherein said carbocycle is phenyl.
103. The compound of claim 102 wherein R^{3d} is $-C(R^{3b})OR^4$.
- 20 104. The compound of claim 103 wherein R^{3b} is $=O$.

105. The compound of claim 104 wherein R⁴ is ethyl.

106. The compound of claim 105 of the formula,



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107. The compound of claim 6 wherein Y^{1A} and Y^{1B} are -O(R^x).

10 108. The compound of claim 2 wherein R^{x2} is R⁴.

109. The compound of claim 108 wherein R⁴ is alkyl.

110. The compound of claim 108 wherein R⁴ is alkenyl.

15

111. The compound of claim 108 wherein R⁴ is alkynyl.

112. The compound of claim 110 wherein R⁴ is 2-propenyl.

20 113. The compound of claim 2 wherein R^{x2} is R².

114. The compound of claim 113 wherein R^2 is R^4 substituted with one R^3 .

115. The compound of claim 114 wherein R^4 is methyl substituted with one R^3 .

5 116. The compound of claim 115 wherein R^3 is R^{3a} .

117. The compound of claim 116 wherein R^{3a} is $-\text{CF}_3$.

118. The compound of claim 115 wherein R^4 is $-\text{CH}_2\text{-CF}_3$.

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119. The compound of claim 1 used as an antiproliferative agent.

120. The compound of claim 1 used as an apoptotic agent.

15 121. The compound of claim 1 used as an anti-HPV agent.

122. The compound of claim 1 used as a topical anti-HPV agent.

123. The compound of claim 1 used as an antiproliferative agent.

20

124. The compound of claim 1 used as an apoptotic agent.

125. A pharmaceutical composition comprising an effective amount of a
compound of claim 1 or a pharmaceutically acceptable salt thereof, and a
25 pharmaceutically acceptable carrier.

126. The pharmaceutical composition of claim 125, where said composition is a
gel composition.

127. The pharmaceutical composition of claim 125, where said composition is an ointment composition.

5 128. A pharmaceutical composition comprising an effective amount of a compound of claim 1 or a pharmaceutically acceptable salt thereof, and an effective amount of at least one antiviral agent, and a pharmaceutically acceptable carrier.

10 129. The pharmaceutical composition of claim 128, where said composition is a gel composition.

130. The pharmaceutical composition of claim 128, where said composition is an ointment composition.

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